

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., <u>et al.</u> , <sup>1</sup>	)	Case No. 01-01139 (JKF)
	)	(Jointly Administered)
	)	
Debtors.	)	
	)	<b>Objection Deadline:</b> February 25, 2013, at
	)	4:00 p.m. (prevailing eastern time)

**SUMMARY APPLICATION OF KIRKLAND & ELLIS LLP FOR COMPENSATION  
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS BANKRUPTCY  
COUNSEL TO W. R. GRACE & CO., ET AL., FOR THE MONTHLY INTERIM  
PERIOD FROM DECEMBER 1, 2012, THROUGH DECEMBER 31, 2012**

Name of Applicant:	<u><b>Kirkland &amp; Ellis LLP ("K&amp;E")</b></u>
Authorized to Provide Professional Services to:	<u><b>W. R. Grace &amp; Co., et al., Debtors and Debtors-in-Possession</b></u>
Date of Retention:	<u><b>Retention Order entered May 3, 2001, effective as of April 2, 2001</b></u>
Period for which compensation and reimbursement is sought:	<u><b>December 1, 2012, through December 31, 2012</b></u>
Amount of Compensation sought as actual, reasonable and necessary:	<u><b>\$913,592.50</b></u>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u><b>\$10,942.36</b></u>

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, and H-G Coal Company.

This is a X monthly \_\_\_ interim \_\_\_ final application.

The total time expended for the preparation of this application is approximately **15 hours**, and the corresponding estimated compensation *that will be requested in a future application* is approximately **\$7,000.00**.

This is K&E's monthly application for interim compensation of services for the interim fee period December 1, 2012 through December 31, 2012.

The following applications have been filed previously in the Chapter 11 Cases:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
May 29, 2001	4/2 - 4/30/01	\$626,079.00	\$32,439.84	Interim approval	Interim approval
June 29, 2001	5/1 - 5/31/01	\$567,151.00	\$77,487.86	Interim approval	Interim approval
July 31, 2001	6/1 - 6/30/01	\$560,569.50	\$45,466.13	Interim approval	Interim approval
July 31, 2001	April - June 2001	\$1,753,799.50	\$155,393.83	\$1,753,799.50 <sup>2</sup>	\$155,393.83
August 28, 2001	7/1 - 7/31/01	\$476,582.50	\$25,312.13	Interim approval	Interim approval
September 28, 2001	8/1 - 8/31/01	\$472,334.50	\$29,022.59	Interim approval	Interim approval
October 30, 2001	9/1 - 9/30/01	\$443,617.50	\$27,147.47	Interim approval	Interim approval
November 7, 2001	July - September 2001	\$1,392,534.50	\$81,482.19	\$1,392,534.50 <sup>2</sup>	\$81,482.19
December 11, 2001	10/1 - 10/31/01	\$493,074.00	\$27,724.54	Interim approval	Interim approval
December 29, 2001	11/1 - 11/30/01	\$524,980.00	\$29,678.21	Interim approval	Interim approval
January 31, 2002	12/1 - 12/31/01	\$405,278.50	\$27,276.95	Interim approval	Interim approval
February 7, 2002	October - December 2001	\$1,423,332.50	\$84,679.70	\$1,419,127.00 <sup>2</sup>	\$84,679.70
March 4, 2002	1/1 - 1/31/02	\$439,056.00	\$32,279.54	Interim approval	Interim approval
March 27, 2002	2/1 - 2/28/02	\$412,304.00	\$18,475.64	Interim approval	Interim approval
May 2, 2002	3/1 - 3/31/02	\$430,342.50	\$51,759.20	Interim approval	Interim approval
June 10, 2002	January - March 2002	\$1,281,702.50	\$102,514.38	\$1,281,702.50 <sup>3</sup>	\$101,656.38
June 10, 2002	4/1 - 4/30/02	\$410,702.50	\$25,286.05	Interim approval	Interim approval
July 2, 2002	5/1 - 5/31/02	\$335,280.50	\$25,556.83	Interim approval	Interim approval
August 8, 2002	6/1 - 6/30/02	\$243,127.00	\$16,326.36	Interim approval	Interim approval
September 3, 2002	April - June 2002	\$989,110.00	\$67,169.24	\$981,666.50 <sup>4</sup>	\$67,169.24
September 11, 2002	7/1 - 7/31/02	\$335,129.00	\$28,504.48	Interim approval	Interim approval
October 2, 2002	8/1 - 8/31/02	\$344,619.00	\$86,047.20	Interim approval	Interim approval
October 30, 2002	9/1 - 9/30-02	\$238,876.50	\$20,882.49	Interim approval	Interim approval

<sup>2</sup> The fees and expenses requested in the April-June, 2001, July-September, 2001 and October-December, 2001, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on November 29, 2002.

<sup>3</sup> The fees and expenses requested in the January-March, 2002, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on October 9, 2002.

<sup>4</sup> The fees and expenses requested in the April-June, 2002, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on November 29, 2002.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
November 27, 2002	July - September 2002	\$918,624.50	\$135,434.17	\$918,624.50 <sup>5</sup>	\$134,478.90
December 6, 2002	10/1 - 10/31/02	\$207,778.00	\$7,769.74	Interim approval	Interim approval
January 13, 2003	11/1 - 11/30/02	\$122,419.00	\$4,732.30	Interim approval	Interim approval
January 30, 2003	12/1 - 12/31/02	\$129,243.50	\$6,093.80	Interim approval	Interim approval
March 4, 2003	October - December 2002	\$459,440.50	\$18,595.84	\$459,440.50 <sup>6</sup>	\$18,467.74
March 4, 2003	1/1 - 1/31/03	\$162,033.00	\$6,383.16	Interim approval	Interim approval
April 2, 2003	2/1 - 2/28/03	\$215,511.50	\$3,784.70	Interim approval	Interim approval
April 29, 2003	3/1 - 3/31/03	\$146,603.00	\$6,713.84	Interim approval	Interim approval
May 15, 2003	January - March 2003	\$524,147.50	\$16,881.70	\$524,045.50 <sup>7</sup>	\$16,881.70
June 3, 2003	4/1 - 4/30/03	\$135,130.00	\$2,786.42	Interim approval	Interim approval
July 11, 2003	5/1 - 5/31/03	\$109,408.00	\$6,546.04	Interim approval	Interim approval
July 31, 2003	6/1 - 6/30/03	\$115,099.00	\$1,925.86	Interim approval	Interim approval
August 27, 2003	April - June, 2003	\$359,637.00	\$11,258.32	\$357,346.00 <sup>8</sup>	\$11,183.48
September 5, 2003	7/1 - 7/31/03	\$197,495.50	\$9,235.33	Interim approval	Interim approval
October 1, 2003	8/1 - 8/31/03	\$178,910.50	\$7,009.66	Interim approval	Interim approval
November 6, 2003	9/1 - 9/30/03	\$157,200.00	\$3,817.57	Interim approval	Interim approval
November 18, 2003	July - September 2003	\$533,606.00	\$20,062.56	\$533,606.00 <sup>9</sup>	\$20,062.56
November 26, 2003	10/1 - 10/31/03	\$251,093.50	\$7,115.96	Interim approval	Interim approval
December 29, 2003	11/1 - 11/30/03	\$187,914.00	\$4,969.88	Interim approval	Interim approval
February 2, 2004	12/1 - 12/31/03	\$317,880.00	\$8,631.60	Interim approval	Interim approval
February 25, 2004	October - December 2003	\$756,887.50	\$20,717.44	\$756,838.00 <sup>10</sup>	\$20,717.44
March 5, 2004	1/1 - 1/31/04	\$524,446.00	\$32,428.07	Interim approval	Interim approval
April 2, 2004	2/1 - 2/29/04	\$274,589.50	\$10,852.51	Interim approval	Interim approval
May 3, 2004	3/1 - 3/31/04	\$337,945.00	\$13,159.10	Interim approval	Interim approval
May 17, 2004	January - March 2004	\$1,136,980.50	\$56,439.68	\$1,134,755.00 <sup>11</sup>	\$56,439.68
June 1, 2004	4/1 - 4/30/04	\$280,547.50	\$10,895.93	Interim approval	Interim approval
July 1, 2004	5/1 - 5/31/04	\$213,906.00	\$9,502.49	Interim approval	Interim approval
September 2, 2004	6/1 - 6/30/04	\$430,246.50	\$15,235.72	Interim approval	Interim approval
October 6, 2004	April - June 2004	\$924,700.00	\$35,634.14	\$918,960.50 <sup>12</sup>	\$35,557.55
September 17, 2004	7/1 - 7/31/04	\$599,563.50	\$27,869.76	Interim approval	Interim approval
October 7, 2004	8/1 - 8/31/04	\$793,285.00	\$45,729.42	Interim approval	Interim approval

<sup>5</sup> The fees and expenses requested in the July-September, 2002, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on March 14, 2003.

<sup>6</sup> The fees and expenses requested in the October-December, 2002, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on July 28, 2003.

<sup>7</sup> The fees and expenses requested in the January-March, 2003, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 22, 2003.

<sup>8</sup> The fees and expenses requested in the April-June, 2003, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 15, 2003.

<sup>9</sup> The fees and expenses requested in the July-September, 2003, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on April 26, 2004.

<sup>10</sup> The fees and expenses requested in the October-December, 2003, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on June 16, 2004.

<sup>11</sup> The fees and expenses requested in the January-March, 2004, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 27, 2004.

<sup>12</sup> The fees and expenses requested in the April-June, 2004, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on January 25, 2005.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
November 3, 2004	9/1 - 9/30/04	\$913,771.00	\$32,811.19	Interim approval	Interim approval
November 17, 2004	July – September 2004	\$2,306,619.50	\$106,410.37	\$2,298,879.00 <sup>13</sup>	\$105,176.56
December 7, 2004	10/1 - 10/31/04	\$842,268.50	\$38,703.13	Interim approval	Interim approval
January 7, 2004	11/1 - 11/30/04	\$581,027.00	\$35,469.12	Interim approval	Interim approval
February 1, 2005	12/1 - 12/31/04	\$863,104.50	\$38,461.17	Interim approval	Interim approval
February 14, 2005	October – December 2004	\$2,286,400.00	\$112,633.42	\$2,279,008.50 <sup>14</sup>	\$110,200.64
March 18, 2005	1/1 - 1/31/05	\$1,214,802.50	\$65,721.17	Interim approval	Interim approval
April 15, 2005	2/1 - 2/28/05	\$717,562.00	\$46,304.21	Interim approval	Interim approval
May 19, 2005	3/1 - 3/31/05	\$916,504.00	\$50,822.73	Interim approval	Interim approval
June 15, 2005	January - March 2005	\$2,848,868.50	\$162,848.11	\$2,833,566.00 <sup>15</sup>	\$162,482.21
June 7, 2005	4/1 - 4/30/05	\$862,337.00	\$32,392.41	Interim approval	Interim approval
June 29, 2005	5/1 - 5/31/05	\$852,424.50	\$52,685.55	Interim approval	Interim approval
August 5, 2005	6/1 - 6/30/05	\$1,181,036.00	\$58,504.79	Interim approval	Interim approval
August 8, 2005	April - June 2005	\$2,895,797.50	\$143,582.75	\$2,894,660.00 <sup>16</sup>	\$143,530.87
September 9, 2005	7/1 - 7/31/05	\$1,740,148.50	\$155,036.60	Interim approval	Interim approval
September 28, 2005	8/1 - 8/31/05	\$1,451,595.50	\$95,151.93	Interim approval	Interim approval
October 28, 2005	9/1 - 9/30/05	\$1,471,412.50	\$128,814.69	Interim approval	Interim approval
October 28, 2005	July - September 2005	\$4,663,156.50	\$379,003.22	\$4,655,239.50 <sup>17</sup>	\$378,588.48
November 28, 2005	10/1 - 10/31/05	\$1,602,349.50	\$111,318.89	Interim approval	Interim approval
December 28, 2005	11/1 - 11/30/05	\$1,743,406.00	\$182,798.39	Interim approval	Interim approval
January 25, 2006	12/1 - 12/31/05	\$1,638,659.50	\$161,888.24	Interim approval	Interim approval
February 14, 2006	October - December 2005	\$4,984,415.00	\$456,005.52	\$4,978,349.00 <sup>18</sup>	\$453,367.08
February 28, 2006	1/1 - 1/31/06	\$1,667,688.00	\$176,100.89	Interim approval	Interim approval
March 28, 2006	2/1 - 2/28/06	\$1,669,067.50	\$395,113.02	Interim approval	Interim approval
April 28, 2006	3/1 - 3/31/06	\$1,615,330.00	\$685,462.58	Interim approval	Interim approval
May 15, 2006	January - March 2006	\$4,952,085.50	\$1,256,676.49	\$4,942,401.50 <sup>19</sup>	\$1,256,429.49
May 30, 2006	4/1 - 4/30/06	\$1,628,876.50	\$814,117.99	Interim approval	Interim approval
June 28, 2006	5/1 - 5/31/06	\$1,800,762.00	\$311,657.73	Interim approval	Interim approval
July 28, 2006	6/1 - 6/30/06	\$1,666,537.00	\$207,374.07	Interim approval	Interim approval
August 14, 2006	April - June 2006	\$5,096,175.75	\$1,333,149.79	\$5,096,175.50 <sup>20</sup>	\$1,331,919.73
August 28, 2006	7/1 - 7/31/06	\$2,026,266.00	\$155,509.57	Interim approval	Interim approval

<sup>13</sup> The fees and expenses requested in the July-September, 2004, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on March 22, 2005.

<sup>14</sup> The fees and expenses requested in the October-December, 2004, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on June 29, 2005.

<sup>15</sup> The fees and expenses requested in the January-March, 2005, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 26, 2005.

<sup>16</sup> The fees and expenses requested in the April-June, 2005, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 19, 2005.

<sup>17</sup> The fees and expenses requested in the July-September, 2005, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on March 24, 2006.

<sup>18</sup> The fees and expenses requested in the October-December, 2005, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on June 16, 2006.

<sup>19</sup> The fees and expenses requested in the January-March, 2006, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 25, 2006.

<sup>20</sup> The fees and expenses requested in the April-June, 2006, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 18, 2006.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
September 28, 2006	8/1 - 8/31/06	\$2,458,300.00	\$377,534.56	Interim approval	Interim approval
October 30, 2006	9/1 - 9/30/06	\$1,508,315.00	\$454,899.58	Interim approval	Interim approval
November 14, 2006	July - September 2006	\$5,992,881.00	\$987,943.71	\$5,984,268.75 <sup>21</sup>	\$986,255.71
November 28, 2006	10/1 - 10/31/06	\$1,732,139.00	\$698,068.49	Interim approval	Interim approval
December 28, 2006	11/1 - 11/30/06	\$1,846,984.50	\$860,948.29	Interim approval	Interim approval
January 29, 2007	12/1 - 12/31/06	\$1,577,574.50	\$1,171,910.97	Interim approval	Interim approval
February 14, 2007	October - December 2006	\$5,156,698.00	\$2,730,927.75	\$5,155,238.00 <sup>22</sup>	\$2,730,927.75
February 28, 2007	1/1 - 1/31/07	\$1,653,083.50	\$505,470.24	Interim approval	Interim approval
March 28, 2007	2/1 - 2/28/07	\$1,855,844.00	\$793,394.48	Interim approval	Interim approval
April 30, 2007	3/1 - 3/31/07	\$2,043,431.50	\$614,588.91	Interim approval	Interim approval
May 15, 2007	January - March 2007	\$5,552,359.00	\$1,913,453.63	\$5,547,606.50 <sup>23</sup>	\$1,913,453.63
May 29, 2007	4/1 - 4/30/07	\$1,617,793.00	\$1,471,980.14	Interim approval	Interim approval
June 28, 2007	5/1 - 5/31/07	\$1,886,409.50	\$1,580,009.04	Interim approval	Interim approval
July 30, 2007	6/1 - 6/30/07	\$2,301,815.00	\$2,237,072.31	Interim approval	Interim approval
August 14, 2007	April - June 2007	\$5,806,017.50	\$5,289,061.49	\$5,801,255.00 <sup>24</sup>	\$5,289,061.49
August 28, 2007	7/1 - 7/31/07	\$2,031,978.00	\$3,054,735.85	Interim approval	Interim approval
September 28, 2007	8/1 - 8/31/07	\$2,141,450.50	\$1,524,583.81	Interim approval	Interim approval
October 29, 2007	9/1 - 9/30/07	\$1,851,837.50	\$2,068,988.69	Interim approval	Interim approval
November 14, 2007	July - September 2007	\$6,025,266.00	\$6,648,308.35	\$6,009,675.50 <sup>25</sup>	\$6,648,308.35
November 28, 2007	10/1 - 10/31/07	\$2,819,249.00	\$1,902,419.07	Interim approval	Interim approval
December 28, 2007	11/1 - 11/30/07	\$2,218,978.50	\$1,307,904.30	Interim approval	Interim approval
January 28, 2007	12/1 - 12/31/07	\$2,145,512.00	\$861,447.64	Interim approval	Interim approval
February 14, 2008	October - December 2007	\$7,183,739.50	\$4,071,771.01	\$7,179,358.50 <sup>26</sup>	\$4,071,035.37
February 28, 2008	1/1 - 1/31/08	\$2,982,614.00	\$1,437,331.45	Interim approval	Interim approval
March 28, 2008	2/1 - 2/29/08	\$1,556,573.00	\$1,323,655.09	Interim approval	Interim approval
April 28, 2008	3/1 - 3/31/08	\$2,723,985.00	\$1,981,870.63	Interim approval	Interim approval
May 15, 2008	January - March 2008	\$7,263,172.00	\$4,742,857.17	\$7,258,924.50 <sup>27</sup>	\$4,740,246.26
May 28, 2008	4/1 - 4/30/08	\$1,926,854.00	\$776,768.04	Interim approval	Interim approval
June 30, 2008	5/1 - 5/31/08	\$1,903,907.50	\$912,081.39	Interim approval	Interim approval
July 28, 2008	6/1 - 6/30/08	\$2,007,344.00	\$1,048,779.70	Interim approval	Interim approval
August 14, 2008	April - June 2008	\$5,838,105.50	\$2,737,629.13	\$5,837,573.00 <sup>28</sup>	\$2,735,591.33

<sup>21</sup> The fees and expenses requested in the July-September, 2006, interim monthly Applications were approved on an interim basis pursuant to the amended order entered by this Court on May 3, 2007.

<sup>22</sup> The fees and expenses requested in the October-December, 2006, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on June 20, 2007.

<sup>23</sup> The fees and expenses requested in the January-March, 2007, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 25, 2007.

<sup>24</sup> The fees and expenses requested in the April-June, 2007, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 13, 2007.

<sup>25</sup> The fees and expenses requested in the July-September, 2007, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on March 12, 2008.

<sup>26</sup> The fees and expenses requested in the October-December, 2007, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on June 23, 2008.

<sup>27</sup> The fees and expenses requested in the January-March, 2008, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on October 1, 2008.

<sup>28</sup> The fees and expenses requested in the April-June, 2008, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 17, 2008.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
August 28, 2008	7/1 - 7/31/08	\$2,028,629.50	\$282,406.92	Interim approval	Interim approval
September 29, 2008	8/1 - 8/31/08	\$2,383,467.50	\$150,525.88	Interim approval	Interim approval
October 28, 2008	9/1 - 9/30/08	\$2,336,428.00	\$203,984.33	Interim approval	Interim approval
November 14, 2008	July - September 2008	\$6,748,525.00	\$636,917.13	\$6,746,495.50 <sup>29</sup>	\$633,229.34
December 1, 2008	10/1 - 10/31/08	\$2,671,560.00	\$372,472.73	Interim approval	Interim approval
December 29, 2008	11/1 - 11/30/08	\$2,574,249.50	\$445,054.32	Interim approval	Interim approval
January 29, 2009	12/1 - 12/31/08	\$2,495,551.00	\$472,978.64	Interim approval	Interim approval
February 16, 2009	October - December 2008	\$7,741,360.50	\$1,290,505.69	\$7,724,905.50 <sup>30</sup>	\$1,289,347.54
March 12, 2009	1/1 - 1/31/09	\$3,260,332.50	\$609,498.37	Interim approval	Interim approval
April 2, 2009	2/1 - 2/28/09	\$4,249,447.50	\$1,252,380.41	Interim approval	Interim approval
May 6, 2009	3/1 - 3/31/09	\$3,595,406.50	\$1,103,383.42	Interim approval	Interim approval
May 15, 2009	January - March 2009	\$11,105,186.50	\$2,965,262.20	\$10,198,760.20 <sup>31</sup>	\$2,964,767.50
June 16, 2009	4/1 - 4/30/09	\$3,548,749.50	\$1,007,427.71	Interim approval	Interim approval
July 10, 2009	5/1 - 5/31/09	\$1,770,780.50	\$837,016.14	Interim approval	Interim approval
August 13, 2009	6/1 - 6/30/09	\$1,674,270.50	\$472,533.36	Interim approval	Interim approval
August 28, 2009	April - June 2009	\$6,993,800.50	\$2,316,977.21	\$6,594,833.00 <sup>32</sup>	\$2,315,190.63
September 14, 2009	7/1 - 7/31/09	\$1,750,805.00	\$342,565.22	Interim approval	Interim approval
October 9, 2009	8/1 - 8/31/09	\$2,348,663.50	\$252,684.42	Interim approval	Interim approval
November 16, 2009	9/1 - 9/30/09	\$2,309,415.15	\$571,296.46	Interim approval	Interim approval
December 9, 2009	July - September 2009	\$6,408,883.65	\$1,166,546.10	\$6,407,674.15 <sup>33</sup>	\$1,166,546.10
December 10, 2009	10/1 - 10/31/09	\$1,552,059.00	\$728,470.61	Interim approval	Interim approval
December 30, 2009	11/1 - 11/30/09	\$1,035,613.50	\$105,842.85	Interim approval	Interim approval
February 3, 2010	12/1 - 12/31/09	\$800,220.50	\$132,479.68	Interim approval	Interim approval
February 19, 2010	October - December 2009	\$3,387,893.00	\$966,793.14	\$3,387,163.00 <sup>34</sup>	\$959,355.64
March 3, 2010	1/1 - 1/31/10	\$878,908.50	\$102,534.19	Interim approval	Interim approval
April 2, 2010	2/1 - 2/28/10	\$253,214.00	\$119,943.08	Interim approval	Interim approval
May 4, 2010 <sup>35</sup>	3/1 - 3/31/10	\$371,105.00	\$7,473.01	Interim approval	Interim approval
June 2, 2010	4/1 - 4/30/10	\$415,367.50	\$357,591.89	Interim approval	Interim approval
June 23, 2010	January - March 2010	\$1,503,227.50	\$229,950.28	\$1,503,227.50 <sup>36</sup>	\$228,637.78

<sup>29</sup> The fees and expenses requested in the July-September, 2008, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on April 1, 2009.

<sup>30</sup> The fees and expenses requested in the October-December, 2008, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on July 7, 2009.

<sup>31</sup> The fees and expenses requested in the January-March, 2009, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 28, 2009.

<sup>32</sup> The fees and expenses requested in the April-June, 2009, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 11, 2009.

<sup>33</sup> The fees and expenses requested in the July-September, 2009, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on March 19, 2010.

<sup>34</sup> The fees and expenses requested in the October-December, 2009, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on June 7, 2010.

<sup>35</sup> On May 24, 2010, K&E filed an *Amendment to Kirkland & Ellis LLP's March 2010 Fee Application as Bankruptcy Counsel to W. R. Grace & Co., et al., to Take Voluntary Reduction of Fees for Certain Time and Expenses Billed* [Docket No. 24830] (the "March 2010 Amendment"). The fees and expenses listed reflect the reductions noted in the March 2010 Amendment.

<sup>36</sup> The fees and expenses requested in the January-March, 2010, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 13, 2010.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
July 2, 2010	5/1 - 5/31/10	\$283,692.50	\$6,798.23	Interim approval	Interim approval
August 2, 2010	6/1 - 6/30/10	\$280,979.50	\$36,890.87	Interim approval	Interim approval
August 31, 2010	7/1 - 7/31/10	\$228,163.50	\$9,650.96	Interim approval	Interim approval
September 29, 2010 <sup>37</sup>	8/1 - 8/31/10	\$171,565.00	\$8,993.38	Interim approval	Interim approval
September 30, 2010	April - June 2010	\$980,039.50	\$401,280.99	\$980,039.50 <sup>38</sup>	\$401,280.99
November 4, 2010 <sup>39</sup>	9/1 - 9/30/10	\$163,032.00	\$4,638.39	Interim approval	Interim approval
December 2, 2010	10/1 - 10/31/10	\$119,020.00	\$5,445.10	Interim approval	Interim approval
December 2, 2010	July - September 2010	\$562,760.50	\$23,282.73	\$562,760.50 <sup>40</sup>	\$17,430.32
January 11, 2011	11/1 - 11/30/10	\$200,476.00	\$4,718.66	Interim approval	Interim approval
February 11, 2011	12/1 - 12/31/10	\$448,838.50	\$11,444.53	Interim approval	Interim approval
March 15, 2011	1/1 - 1/31/11	\$440,760.00	\$11,592.81	Interim approval	Interim approval
March 21, 2011	October - December 2010	\$768,334.50	\$21,608.29	\$768,334.50 <sup>41</sup>	\$16,425.12
April 8, 2011	2/1 - 2/28/11	\$532,554.50	\$16,245.21	Interim approval	Interim approval
April 28, 2011	3/1 - 3/31/11	\$446,419.50	\$12,312.37	Interim approval	Interim approval
May 16, 2011	January - March 2011	\$1,419,734.00	\$40,150.39	\$1,418,667.00 <sup>42</sup>	\$39,971.39
June 7, 2011	4/1 - 4/30/11	\$559,396.50	\$19,819.98	Interim approval	Interim approval
July 13, 2011	5/1 - 5/31/11	\$1,131,179.50	\$12,694.96	Interim approval	Interim approval
August 2, 2011	6/1 - 6/30/11	\$475,029.50	\$46,273.74	Interim approval	Interim approval
September 6, 2011	7/1 - 7/31/11	\$350,793.00	\$12,172.91	Interim approval	Interim approval
September 13, 2011	April - June 2011	\$2,165,605.50	\$78,788.68	\$2,162,103.00 <sup>43</sup>	\$78,639.68
October 10, 2011	8/1 - 8/31/11	\$294,347.00	\$13,642.99	Interim approval	Interim approval
November 9, 2011	9/1 - 9/31/11	\$202,386.50	\$6,527.15	Interim approval	Interim approval
November 23, 2011	July - September 2011	\$847,526.50	\$32,343.05	\$847,526.50 <sup>44</sup>	\$32,343.05
November 29, 2011	10/1 - 10/31/11	\$68,483.00	\$5,689.77	Interim approval	Interim approval
December 28, 2011	11/1 - 11/30/11	\$238,913.00	\$2,204.11	Interim approval	Interim approval
January 30, 2012	12/1 - 12/31/11	\$176,211.50	\$3,601.87	Interim approval	Interim approval

<sup>37</sup> On October 1, 2010, K&E filed an *Amendment to Kirkland & Ellis LLP's August 2010 Fee Application as Bankruptcy Counsel to W. R. Grace & Co., et al.* [Docket No. 25545] (the "August 2010 Amendment"). The fees listed reflect the reduction noted in the August 2010 Amendment.

<sup>38</sup> The fees and expenses requested in the April-June, 2010, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 10, 2010.

<sup>39</sup> On November 19, 2010, K&E filed an *Amendment to Kirkland & Ellis LLP's September 2010 Fee Application as Bankruptcy Counsel to W. R. Grace & Co., et al.* [Docket No. 25789] (the "September 2010 Amendment"). The fees listed reflect the reduction noted in the September 2010 Amendment.

<sup>40</sup> The fees and expenses requested in the July-September, 2010, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on March 25, 2011.

<sup>41</sup> The fees and expenses requested in the October-December, 2010, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on June 30, 2011.

<sup>42</sup> The fees and expenses requested in the January-March, 2011, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 20, 2011.

<sup>43</sup> The fees and expenses requested in the April-June, 2011, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 14, 2011.

<sup>44</sup> The fees and expenses requested in the July-September, 2011, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on March 23, 2012.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
February 15, 2012	October - December 2011	\$483,607.50	\$11,495.65	\$483,607.50 <sup>45</sup>	\$11,495.65
March 1, 2012	1/1 - 1/31/12	\$338,064.50	\$6,704.59	Interim approval	Interim approval
April 4, 2012	2/1 - 2/29/12	\$442,703.50	\$3,875.06	Interim approval	Interim approval
May 1, 2012	3/1 - 3/31/12	\$457,283.50	\$4,920.80	Interim approval	Interim approval
May 24, 2012	January - March 2012	\$1,238,051.50	\$15,500.45	\$1,238,051.50 <sup>46</sup>	\$15,500.45
June 1, 2012	4/1 - 4/30/12	\$266,110.50	\$12,191.26	Interim approval	Interim approval
July 10, 2012	5/1 - 5/31/12	\$283,616.00	\$9,699.18	Interim approval	Interim approval
August 8, 2012	6/1 - 6/30/12	\$437,113.50	\$3,641.80	Interim approval	Interim approval
August 23, 2012	April - June 2012 <sup>47</sup>	\$986,840.00	\$25,532.24	\$986,840.00	\$25,532.24
September 5, 2012	7/1 - 7/31/12	\$632,379.50	\$14,184.73	\$505,903.60	\$14,184.73
October 1, 2012	8/1 - 8/31/12	\$482,552.00	\$7,429.91	\$386,041.60	\$7,429.91
October 30, 2012	9/1 - 9/30/12	\$301,845.50	\$5,352.35	\$241,476.40	\$5,352.35
December 3, 2012	10/1 - 10/31/12	\$428,100.50	\$14,983.20	\$328,480.40	\$14,983.20
December 11, 2012	July - September 2012 <sup>48</sup>	\$1,416,777.00	\$26,961.99	Pending	Pending
December 28, 2012	11/1 - 11/30/12	\$316,037.50	\$5,500.43	\$252,830.00	\$5,500.43

The K&E attorneys who rendered professional services in these cases during the Fee Period are:

Attorney	Position with the Applicant and Year Admitted		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Rana Barakat	Associate	2008	Litigation	\$625.00	183.60	\$114,750.00
Stephen H. Butler	Associate	2009	Taxation	\$635.00	1.90	\$1,206.50
John Donley, P.C.	Partner	1985	Litigation	\$910.00	319.40	\$290,654.00
Nia Dukov	Associate	2008	Litigation	\$625.00	100.50	\$62,812.50
Katie L. Einspanier	Associate	2009	Litigation	\$625.00	60.20	\$37,625.00
Susan Engel	Partner	2003	Litigation	\$745.00	32.60	\$24,287.00
Lisa G. Esayian	Partner	1991	Litigation	\$855.00	127.30	\$108,841.50
Jeffrey Gettleman	Partner	1974	Restructuring	\$795.00	21.40	\$17,013.00
Mike Jones	Associate	2011	Restructuring	\$495.00	25.80	\$12,771.00
Nate Kritzer	Associate	2009	Litigation	\$610.00	54.90	\$33,489.00
Christopher Landau, P.C.	Partner	1990	Litigation	\$1,045.00	2.80	\$2,926.00
Eric F. Leon	Partner	1994	Litigation	\$875.00	45.90	\$40,162.50
Adam C. Paul	Partner	1997	Restructuring	\$835.00	89.90	\$75,066.50
Benjamin Rhode	Associate	2012	Restructuring	\$430.00	22.00	\$9,460.00
Douglas G. Smith, P.C.	Partner	1996	Litigation	\$815.00	10.50	\$8,557.50

<sup>45</sup> The fees and expenses requested in the October-December, 2011, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on June 14, 2012.

<sup>46</sup> The fees and expenses requested in the January-March, 2012, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on October 9, 2012.

<sup>47</sup> The fees and expenses requested in the April-June, 2012, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 11, 2012.

<sup>48</sup> The hearing for the *Forty-Sixth Quarterly Interim Verified Application of Kirkland & Ellis LLP for Compensation for Services and Reimbursement of Expenses as Bankruptcy Counsel to W. R. Grace & Co., et al., for the Interim Period from July 1, 2012 through September 30, 2012* is scheduled for March 25, 2013.



Attorney	Position with the Applicant and Year Admitted		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Brian T. Stansbury	Partner	2002	Litigation	\$725.00	0.70	\$507.50
<b>Totals for Attorneys</b>					<b>1,099.40</b>	<b>\$840,129.50</b>

The paraprofessionals of K&E who rendered professional services in these cases during the Fee Period are:

Paraprofessional	Position with the Applicant and Number of Years in the Position		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Marjolaine Blake	Project Assistant	1 Year	Litigation	\$175.00	99.00	\$17,325.00
Andrew Brniak	Legal Assistant	4 Years	Restructuring	\$240.00	1.80	\$432.00
Yolanda Herrera	Project Assistant	1 Year	Litigation	\$175.00	4.00	\$700.00
Kimberly K. Love	Legal Assistant	23 Years	Litigation	\$295.00	157.80	\$46,551.00
Maureen McCarthy	Legal Assistant	10 Years	Restructuring	\$300.00	9.60	\$2,880.00
Library Research	Research Specialist	N/A	Research	\$250.00	22.30	\$5,575.00
<b>Totals</b>					<b>294.50</b>	<b>\$73,463.00</b>

**Compensation by Matter**

<b>Matter Number</b>	<b>Matter Description</b>	<b>Total Billed Hours</b>	<b>Total Fees Requested</b>
16	Asset Analysis and Recovery	0.90	\$769.50
19	Claims (Non-Asbestos)	1.00	\$855.00
32	Fee Applications, Applicant	15.90	\$7,358.50
37	Plan and Disclosure Statement	1,374.20	\$903,403.00
41	Tax Issues	1.90	\$1,206.50
<b>Totals</b>		<b>1,393.90</b>	<b>\$913,592.50</b>

**Grand Total for Fees:       \$913,592.50**

**Blended Rate:               \$655.42**

**Expense Summary**

<b>Service Description</b>	<b>Amount</b>
Standard Copies or Prints	\$4,592.30
Color Copies or Prints	\$295.90
Library Document Retrieval	\$300.00
Computer Database Research	\$4,261.89
Overtime Transportation	\$232.39
Secretarial Overtime	\$1,259.88
<b>Total</b>	<b>\$10,942.36</b>

**WHEREFORE**, K&E respectfully requests (a) that an allowance be made to it, as fully described above, for (i) 80% of the amount of **\$913,592.50** for reasonable and necessary professional services K&E has rendered to the Debtors during the Fee Period (**\$730,874.00**) and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by K&E during the Fee Period (**\$10,942.36**); (b) that both fees and expenses are payable as administrative expenses of the Debtors' estates; and (c) that this Court grant such further relief as is equitable and just.

Dated: February 5, 2013

Respectfully submitted,

/s/ Adam C. Paul

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John Donley  
Adam C. Paul  
Kirkland & Ellis LLP  
300 N. LaSalle Street  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200